

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
Southern Division**

In re:)
)
SHOOK & FLETCHER INSULATION CO.)
)
Debtor-in-Possession.)

**Case No. 02-02771-BGC-11
Chapter 11**

**SECOND DECLARATION OF ROGER FRANKEL
IN SUPPORT OF APPLICATION FOR AUTHORITY
TO EMPLOY SWIDLER BERLIN SHEREFF
FREEDMAN, LLP AS BANKRUPTCY COUNSEL
FOR THE DEBTOR AND DEBTOR-IN-POSSESSION**

2002 APR 16 PM 4:18
U.S. BANKRUPTCY COURT
N.D. OF ALABAMA

FILED

I, Roger Frankel, state:

1. I am a partner in the law firm of Swidler Berlin Shereff Friedman, LLP ("Swidler"), which maintains offices for the practice of law at 3000 K Street, N.W., Washington, D.C. and 405 Lexington Avenue, New York, New York. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and have applied for admission to this Court pro hac vice for this case.

2. Shook & Fletcher Insulation Co. ("Shook" or the "Debtor") filed its voluntary petition under Chapter 11 of the United States Bankruptcy Code on April 8, 2002 (the "Petition Date"). Shook has submitted its application (the "Application") for authority to employ Swidler as its bankruptcy counsel in this proceeding. On the Petition Date, I submitted my original Declaration in support of the Application, pursuant to Sections 327 and 329 of the Bankruptcy

3. Code¹ and Bankruptcy Rules 2014, 2016 and 5002 (the "Original Declaration"). I am submitting this Second Declaration to supplement and update my Original Declaration.

4. In paragraph 13 of my Original Declaration, I noted that Swidler had been asked to represent Federal-Mogul Corporation ("Federal") on certain matters. Since my Original Declaration, Federal has determined not to proceed with this representation at this time. Swidler does not presently represent Federal on any matters.

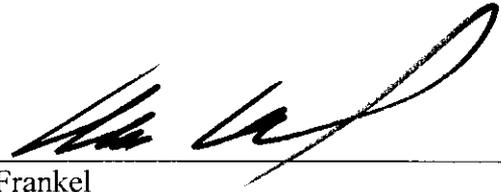
5. In paragraph 14 of my Original Declaration, I noted that Swidler represents certain companies which are or may be affiliated with certain of Shook's insurers. In addition to representing Citicorp and certain of its affiliates, Swidler has a banking relationship with Citibank. Citicorp is or may be affiliated with Travelers and its affiliates.

6. In paragraph 24 of my Original Declaration, I discussed the amounts paid to Swidler by the Debtor during the one year prior to the filing. On April 5, 2002, Shook paid to Swidler an additional \$25,000 retainer, to be applied against fees and charges incurred prior to the Petition Date. To the extent this amount (plus any unused portion of the other retainers provided by Shook) exceeds the amount due to Swidler for pre-petition work (including fees and charges incurred in April prior to the Petition Date but which have not yet cleared through Swidler's accounting system), the excess will be returned to the Debtor. To the extent, if any, that the total of Swidler's pre-petition fees and expenses exceed the total retainers paid by the Debtor, Swidler waives any claim for such excess amount. Accordingly, as of this date, the Debtor has paid to Swidler \$1,225,000 for pre-petition services and expenses, subject to downward adjustment as set forth above and in Swidler's Engagement Letter.

* * *

¹ Unless otherwise defined in this Declaration, capitalized terms shall have the same meanings as in the Application and in the Declaration of Wayne W. Killion, Jr. in Support of Voluntary Petition and First Day Motions, both of which were filed with this Court on the Petition Date.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

A handwritten signature in black ink, appearing to read 'Roger Frankel', is written over a horizontal line.

Roger Frankel

Executed on April 15, 2001

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SHOOK & FLETCHER INSULATION CO.)	Case No. 02-02771-BGC-11
)	Chapter 11
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)	

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of April, 2002, I caused a copy of the foregoing Second Declaration of Roger Frankel in Support of Application for Authority to Employ Swidler Berlin Shereff Friedman, LLP as Bankruptcy Counsel for the Debtor and Debtor-in-Possession to be served upon the parties on the attached Service List in the manner indicated.



**Shook & Fletcher Insulation Co.
Attachment to Certificate of Service**

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* All parties were served by overnight mail.